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RECORDATION NO.

25155-R  
FILED

SEP 28 '06

4-30 PM

SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

September 28, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Assignment of Leases, dated as of September 28, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the TRL-IV to TILC Bill of Sale being filed with the Board under Recordation Number 25155-Q.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity Rail Leasing IV L.P.  
2525 Stemmons Freeway  
Dallas, Texas 75207]

Assignee: Trinity Industries Leasing Company  
2525 Stemmons Freeway  
Dallas, TX 75207

Mr. Vernon A. Williams  
September 28, 2006  
Page 2

A description of the railroad equipment covered by the enclosed document is:

283 railcars within the series PLMX 135398 – PLMX 135690 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Assignment of Leases.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Ed M Luria".

Edward M. Luria

RWA/sem  
Enclosures

RECORDATION NO.

25155-R  
FILED

SEP 26 '06

4:30 PM

SURFACE TRANSPORTATION BOARD

Assignment of Leases

FOR VALUE RECEIVED, Trinity Rail Leasing IV L.P. ("Assignor") hereby assigns to Trinity Industries Leasing Company ("Assignee") all its right, title and interest, as lessor, under the agreements and documents identified on Schedule 1 attached hereto (the "Leases") to the extent that the Leases relate to the railcars also described on such Schedule 1 (the "Railcars"). Assignee hereby accepts the foregoing assignment and assumes the obligations of the lessor under the Leases arising from and after this date, to the extent the Leases relate to the Railcars.

In furtherance of the within assignment, Assignor hereby constitutes and appoints Assignee, and its successors and assigns, the true and lawful attorneys of Assignor, with full power of substitution, in the name of Assignor but on behalf of and for the benefit of and at the expense of Assignee, to collect for the account of Assignee all items sold, transferred or assigned to Assignee pursuant hereto; to institute and prosecute, in the name of Assignor or otherwise, but at the expense of Assignee all proceedings that Assignee may deem proper in order to collect, assert or enforce any claim, right or title of any kind in or to the items sold, transferred or assigned; to defend and compromise at the expense of Assignee any and all actions, suits or proceedings as to all such acts and things in relation thereto at the expense of Assignee as Assignee shall deem advisable. Assignor hereby acknowledges that this appointment is coupled with an interest and is irrevocable by Assignor in any manner or for any reason.

[signatures follow]

**X** IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the  
day of September, 2006.

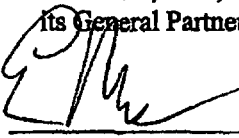
ASSIGNOR:

ASSIGNEE:

TRINITY RAIL LEASING IV L.P.

TRINITY INDUSTRIES LEASING  
COMPANY

By: TILX GP IV, LLC,  
its General Partner

By: \_\_\_\_\_

Name: Eric Marchetto

Title: Vice President

By: \_\_\_\_\_

Name: Eric Marchetto

Title: Senior Vice President

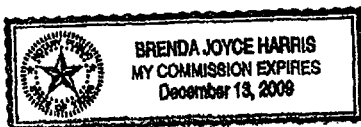
STATE OF Texas }  
COUNTY OF Dallas }

SS:

On this 28 day of September, 2006, before me personally appeared Eric Marchetto, to me personally known, who being duly sworn, stated that he is Vice President of TILX GP IV, LLC, General Partner of Trinity Rail Leasing IV L.P., that said instrument was signed on behalf of said limited partner by said limited liability company as general partner of Trinity Rail Leasing IV L.P. by authority of its manager(s), and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited partnership and limited liability company.

Brenda Joyce Harris  
Notary Public

My Commission Expires:



STATE OF Texas }  
COUNTY OF Dallas }

SS:

On this \_\_\_\_ day of September, 2006, before me personally appeared Eric Marchetto, to me personally known, who being duly sworn, stated that he is Senior Vice President of Trinity Industries Leasing Company, that said instrument was signed on behalf of such entity by authority of its management or other governing body and he acknowledged that the execution of the foregoing instrument was the free act and deed of such entity.

Brenda Joyce Harris  
Notary Public

My Commission Expires:



## Schedule 1

One (1) unit identified with mark PLMX 135398 leased pursuant to Rider Eight (8), dated August 13, 2003, to that certain Railroad Car Net Lease Agreement, dated October 22, 2002, between TILC and Rail Investors I, LLC.

Seventy-four (74) units identified with marks PLMX 135383, PLMX 135401, PLMX 135406, PLMX 135408-135413, PLMX 135415-135417, and PLMX 135419-135480 leased pursuant to Rider Nine (9), dated August 4, 2003, to that certain Railroad Car Net Lease Agreement, dated October 22, 2002, between TILC and Rail Investors I, LLC.

Eighty-two (82) units identified with marks PLMX 135481-135492, PLMX 135494, PLMX 135496, PLMX 135498-135500, PLMX 135502, PLMX 135505, PLMX 135569, and PLMX 135571-135632 leased pursuant to Rider Ten (10), dated September 2, 2003, to that certain Railroad Car Net Lease Agreement, dated October 22, 2002, between TILC and Rail Investors I, LLC.

Thirty-one (31) units identified with marks PLMX 135527, PLMX 135532, PLMX 135534, PLMX 135537, PLMX 135539, PLMX 135541, PLMX 135544-135545, PLMX 135547-135568, and PLMX 135570 leased pursuant to Rider Eleven (11), dated October 8, 2003, to that certain Railroad Car Net Lease Agreement, dated October 22, 2002, between TILC and Rail Investors I, LLC.


Thirty-eight (38) units identified with marks PLMX 135493, PLMX 135495, PLMX 135497, PLMX 135501, PLMX 135503-135504, PLMX 135506-135511, PLMX 135513-135526, PLMX 135528-135531, PLMX 135533, PLMX 135535, PLMX 135536, PLMX 135538, PLMX 135540, PLMX 135542-135543, and PLMX 135546 leased pursuant to Rider Twelve (12), dated September 25, 2003, to that certain Railroad Car Net Lease Agreement, dated October 22, 2002, between TILC and Rail Investors I, LLC.

Fifty-seven (57) units identified with marks PLMX 135633-135635 and PLMX 135637-135690 leased pursuant to Rider Thirteen (13), dated November 13, 2003, to that certain Railroad Car Net Lease Agreement, dated October 22, 2002, between TILC and Rail Investors I, LLC.

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: September 28, 2006

  
Edward M. Luria